

TITLE PAGE

ARIZONA TELECOMMUNICATIONS TARIFF

TON SERVICES, INC.

This tariff contains the descriptions, regulations, and rates applicable to the resale of telecommunications services provided by TON with principal offices at 4185 Harrison Blvd., Suite 301, Ogden, Utah 84403. for services furnished within the State of Arizona. This tariff is on file with the Arizona Corporation Commission, and copies may be inspected, during normal business hours, at the Company's principal place of business.

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DECISION #: 102637

Issued: August 5, 1999

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Issued by:

Joseph R. Kelley, Vice President and General Manager
4185 Harrison Blvd., Suite 301
Ogden, Utah 84403

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CHECK SHEET

Pages listed below, inclusive of this tariff, are effective as of the date shown at the bottom of the respective page(s). Original and revised pages are named below and comprise all changes from the original tariff and are currently in effect as of the date on the bottom of this page.

SHEET	REVISION	SHEET	REVISION
1	Original	24.1	First Revised *
2	Second Revised *	24.2	First Revised *
3	Original	24.3	First Revised *
4	Original	24.4	First Revised *
5	Original	24.5	First Revised *
6	Original	24.6	First Revised *
7	Original	24.7	First Revised *
8	Original	24.8	Original *
9	Original	24.9	Original *
10	Original	24.10	Original *
11	Original	24.11	Original *
12	Original	24.12	Original *
13	Original	24.13	Original *
14	Original	24.14	Original *
15	Original	24.15	Original *
16	First Revised	25	Second Revised *
17	First Revised	26	Second Revised *
18	First Revised *	26.1	Original *
19	First Revised	26.2	Original *
20	First Revised *	27	Second Revised *
21	First Revised	28	First Revised
22	First Revised	29	Second Revised *
23	First Revised *	30	Second Revised *
24	First Revised	31	Second Revised *
		31.1	First Revised *
		31.2	First Revised *
		31.3	Original *
		31.4	Original *
		32	Original

* - indicates pages included with this tiling

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SYMBOLS

The following are the only symbols used for the purposes indicated below:

- C** • To Signify Changed Regulation
- D** • Delete or Discontinue
- I** • Change Resulting in an Increase to a Customer's Bill
- M** • Moved From Another Tariff Location
- N** - New
- R** • Change Resulting in a Reduction to a Customer's Bill
- T** • Change in Text or Regulation But No Change in Rate or Charge

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TARIFF FORMAT

Page Numbering - Page numbers appear in the upper right corner of the page. Pages are numbered sequentially. However, new pages are occasionally added to the tariff. When a new page is added between pages already in effect, a decimal is added. For example, a new page added between pages 14 and 15 would be 14.1.

Page Revision Numbers - Revision numbers also appear in the upper right corner of each page. These numbers are used to determine the most current page version on file with the AZ C.C. For example, the 4th revised Page 14 cancels the 3rd revised Page 14.

Paragraph Numbering Sequence - There are nine levels of paragraph coding. Each level of coding is subservient to its next higher level:

2.
2.1.
2.1.1.
2.1.1.A.
2.1.1.A.1.
2.1.1.A.1.(a).
2.1.1.A.1.(a).I.
2.1.1.A.1.(a).I.(i).
2.1.1.A.1.(a).I.(i).(1).

Check Sheets - When a tariff filing is made with the AZ C.C., an updated check sheet accompanies the tariff filing. The check sheet lists the page contained in the tariff, with a cross reference to the current revision number. When new pages are added, the check sheet is changed to reflect the revision. All revisions made in a given filing are designated by an asterisk (*). There will be no other symbols used on this page if these are the only changes made to it (i.e., the format, etc. remains the same, just revised revision levels on some pages).

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SECTION 1 ■ TECHNICAL TERMS AND ABBREVIATIONS

Access Line ■ Local service lines provided by a Local Exchange Carrier to provide access to the public switched network. TON's service can be utilized from any LEC access line allowing 1-800/888 dialing, however, TON does not provide its Customers Access Line service.

Account Code ■ A number assigned to each Customer Account which serves as the only means of Customer identification and for proper Depletion of Customer Account Balances.

Authorized User ■ A person, firm, corporation, or any other entity authorized by the Customer to communicate utilizing the Carrier's service under the terms and regulations of this tariff.

Available Account Balance ■ The amount of usage remaining on a Customer Account at any particular point in time. Each Customer Account has an Initial Account Balance which is stated in either U.S. dollars or Call Units, depending on the type of service. The Available Balance is Depleted by the appropriate dollar amount or number of Call Units, respectively, based on the actual usage of the Company's service.

Call Unit ■ A Call Unit is a measurement of usage, such that a specified quantity of Call Units equate to one minute of usage. For example, one Call Unit may equate to one minute of interstate usage, while several Call Units may equate to one minute of international usage. Call Units are depleted on a per-call, real time basis.

Called Party ■ The person, individual, corporation, or other entity whose telephone number is called by the End user.

Commission ■ refers to the Arizona Corporation Commission.

Company or Carrier ■ TON Services Inc. ("TON"), unless otherwise clearly indicated by the context.

Cost Deductions ■ Deductions in the dollar amount remaining on a Subscriber's debit card caused by using the debit card service.

Customer ■ Any person, firm, partnership, corporation, or other entity which uses telecommunications services under the provisions and regulations of this tariff and is responsible for payment of charges.

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SECTION 1 • TECHNICAL TERMS AND ABBREVIATIONS, (CONT'D.)

Customer Account • A TON account which is not associated with a Local Exchange Carrier switched access business or residential line. Customer Accounts consist of prepaid balances which are Depleted on a real time basis during each call placed on each account.

Debit Account • An account which consists of a prepaid usage balance depleted on a real time basis during each debit service call.

Debit Card • A card issued by the Company which provides the Customer with a Personal Account code and instructions for accessing the Carrier's network.

Debit Card Service • A communications service provided by TON. To use debit card service, the Caller must first dial a preassigned toll free (i.e. 800/888) number to obtain access to TON's network. Once the Caller is connected to the TON network, the caller must then dial an authorization number and then the ten digit number of the called party.

Debit Service Call • A service accessed via a "1-800" or other access code dialing sequence whereby the Customer or Authorized User dials all of the digits necessary to route a call. Network usage for each call is deducted from the available balance on a Company-issued Debit Account.

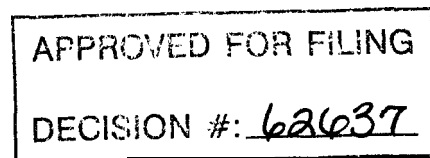
Depletion • Reductions in the Available Balance based on usage of the Customer Account. Depletion of Dollar-Based service occurs on a real time basis at the tariffed per minute rates contained herein. Depletion of Unit-Based service occurs on a real time basis at the tariffed number of Call Units per minute contained herein.

Dollar-Based Accounts • Service where the Initial Balance and Available Balance is expressed in U.S. dollars. The rates per minute contained in this tariff are expressed in U.S. dollars.

End user • Any person, firm, corporation, partnership or other entity which uses the services of the Carrier under the provisions of this tariff. The End User is responsible for payment unless the charges for the services utilized are accepted and paid by another Customer.

Flying J • Refers to Flying J Inc. unless otherwise clearly indicated by the context,

Identification Number • A unique numerical code associated with each debit card.



SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS, (CONT'D.)

Initial Account Balance - The Available Balance of a Customer Account upon issuance of an Account Code and before any Depletion for call activity. The Initial Account Balance is expressed in either U.S. Dollars or in Call Units.

LEC - Local Exchange Company

Marketer - Any person, firm, entity or corporation authorized by TON to market debit cards to the public,

Marks - A collective term to mean such items as trademarks, service marks, trade names and logos; copyrighted words, artwork, designs, pictures or images; or any other device or merchandise to which legal rights or ownership are held or reserved by an entity.

Personal Account Code - A pre-defined series of numbers to be dialed by the Customer or Authorized User upon access to the Carrier's network which identifies the Debit Account from which charges for service shall be debited and which validates the caller's authorization to use the services provided.

Personal Identification Number (PIN) - See Authorization Code.

Renewal - A method of replenishing the Available Balance with additional quantities as authorized and paid for by the Customer. Renewal of Available Balances may be limited by the amount or the class of service.

Subscriber - A party who subscribes to debit card service.

TON - Refers to TON Services Inc. unless otherwise clearly indicated by the context.

Unit-Based Accounts - Service where the Initial Balance and Available Balance is expressed in Call Units. The rates per minute contained in this tariff are expressed in Call Units, inclusive of taxes.

V & H Coordinates - Geographic points which define the originating and terminating points of a call in mathematical terms so that the airline mileage of the call may be determined. Call mileage is used for the purposed of rating calls.

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SECTION 2 - RULES AND REGULATIONS**2.1 Undertaking of TON**

TON is a reseller of telecommunications service. The Company's services and facilities are furnished to End Users for communications originating within the State of Arizona under regulations of this tariff. The Company's service is available twenty-four (24) hours per day, seven (7) days per week. Intrastate service is offered in conjunction with interstate service.

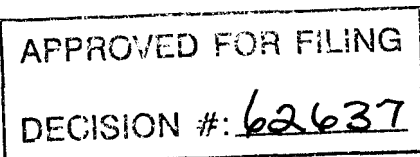
TON arranges for installation, operation, and maintenance of the communications service provided in this tariff for the Customer in accordance with the terms and conditions set forth under this tariff. The Customer shall be responsible for all charges due for such service arrangement.

2.2 Use

Services provided under this tariff may be used by the Customer for any lawful telecommunications purpose for which the service is technically suited.

2.3 Limitations

- 2.3.1** Service is offered subject to the provisions of this tariff and the availability of the necessary facilities and/or equipment.
- 2.3.2** TON reserves the right to discontinue furnishing service, or limit the use of service necessitated by conditions beyond its control; or when the Customer is using service in violation of the law or the provisions of this tariff,
- 2.3.3** The Company does not undertake to transmit messages, but offers the use of its facilities when available, and will not be liable for errors in transmission or for failure to establish connection.



SECTION 2 - RULES AND REGULATIONS, (CONT'D.)**2.4 Liabilities of The Company**

- 2.4.1 TON's liability for damages arising out of mistakes, interruptions, omissions, delays, errors, or defects in the transmission occurring in the course of furnishing service, and not caused by the negligence of its employees or its agents, in no event shall exceed an amount equivalent to the proportionate charge to the Customer for the period during which the aforementioned faults in transmission occur.
- 2.4.2 TON shall be indemnified and held harmless by the Customer against:
- A. Claims for libel, slander, or infringement of copyright arising out of the material, data, information, or other content transmitted by means of the Company's services.
 - B. All other claims arising out of any act or omission of the Customer in connection with any service provided by TON.
- 2.4.3 The Company shall not be liable for any claim, loss, or refund as a result of loss or theft of Debit Cards or Personal Identification Numbers issued for use with the Company's services. Nor will the Company be liable for any claim, loss or refund on any unused balance remaining on a Debit Card provided to a Customer before or after the expiration date assigned to each Debit Account.

2.5 Billing Frequency

TON offers prepaid service and therefore does not bill in arrears.

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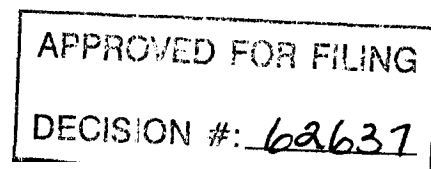
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SECTION 2 • RULES AND REGULATIONS, (CONT'D.)**2.6 Payment for Service**

The Customer is responsible for payment of all charges for services and equipment furnished to the Customer or to an Authorized User of the Customer by The Company. All charges due by the Customer are payable to the Company or to the Company's authorized billing agent. Terms of payment shall be according to the rules and regulations of the billing agent and subject to the rules of regulatory agencies. Any objections to billed charges must be reported to the Company or its billing agent. Adjustments to Customer's bills shall be made to the extent that circumstances exist which reasonably indicate that such changes are appropriate.

- 2.6.1 The Customer shall be responsible for all calls placed by or through Customer's equipment by any person. In particular and without limitation to the foregoing, the Customer is responsible for any calls placed by or through the Customer's equipment via any remote access features. The Customer is responsible for all calls placed via their authorization code as a result of the Customer's intentional or negligent disclosure of the authorization code.



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SECTION 2 - RULES AND REGULATIONS, (CONT'D.)**2.7 Security Deposits and Credit Checks**

The Company does not require a Customer deposit. The prepayment of service immediately available, such as debit card service, does not constitute a deposit.

2.8 Advance Payments

TON does not require advance payments from its Customers. The prepayment of service immediately available, such as debit card service, does not constitute an advance payment.

2.9 Return Check

The Company reserves the right to assess a return check charge of up to \$20.00 whenever a check or draft presented for payment of service is not accepted by the institution on which it is written. This charge applies each time a check is returned to the Company by a bank for insufficient funds. In addition, the Company reserves the right to place the Available Usage Balance for the Customer's Debit Account on hold until the check or draft clears or is paid, pursuant to Arizona state law.

2.10 Late Payment Fee

The Company reserves the right to assess a late payment fee of 1.5% per month on any past due balance. A balance is considered past due if unpaid thirty (30) days following the date of the bill listing amounts owed by the Customer. Any applicable late payment fees will be assessed according to the terms and conditions of the Company or its billing agent and pursuant to Arizona state law.

2.11 Taxes and Fees

The Company shall charge the Customer an amount sufficient to recover any governmental assessments, fees, license, or other similar taxes or fees imposed upon the Company.

2.11.1 For Debit Service, taxes or fees shall be included in the rates and charges stated in the Company's rate schedule for this service.

2.11.2 For all other services offered by the Company, taxes and fees shall be added pro-rata, insofar as practical, to the rates and charges stated in the Company's rate schedules and listed as separate line items on the Customer's bill for services provided.

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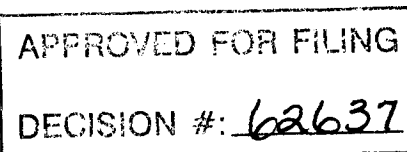
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SECTION 2 - RULES AND REGULATIONS, (CONT'D.)**2.12 Miscellaneous Rates and Charges**

The Company may adjust its rates and charges or impose additional rates and charges on its Customers in order to recover amounts it is required by governmental or quasi-governmental authorities to collect from or pay to others in support of statutory or regulatory programs. Examples of such programs include, but are not limited to, the Universal Service Fund, the Primary Interexchange Carrier Charge, and compensation to payphone service providers for the use of their payphones to access the Company's service.

2.13 Customer Complaints and/or Billing Disputes

Customers have the right to refer billing disputes and any other complaints to TON Services Inc. at 4185 Harrison Blvd., Suite 301, Ogden, Utah 84403 or toll-free at (877) 762-3546.



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SECTION 2 - RULES AND REGULATIONS, (CONT'D.)**2.14 Interruption of Service**

Credit allowance for the interruption of service which are not due to the Company's inspection or testing, to the negligence of the Customer, or to the failure of channels, equipment and/or communications systems provided by the Customer, are subject to the general liability provisions set forth in this tariff.

It shall be the obligation of the Customer to notify the Company immediately of any interruption in service for which a credit allowance is desired by the Customer. Before giving such notice, the Customer shall ascertain that the trouble is not within his or her control, or is not in wiring or equipment, if any, furnished by Customer.

Interruptions caused by Customer-provided or Company-provided automatic dialing equipment are not deemed an interruption of service as defined herein since the Customer has the option of using the long distance network via LEC access.

No credits will be given for usage sensitive or message rated toll charges due to interruption of service. For services with a monthly recurring charge, no credit shall be allowed for an interruption of continuous duration of less than twenty-four hours.

For purposes of credit computation every month shall be considered to have 30 days. The Customer shall be credited for an interruption of one day (24 hours) or more at the rate of 1/t of the monthly charge for the services affected for each day that the interruption continues.

Credit Formula:

$$\text{Credit} = A/30 \times B$$

A = outage time in days

B = total monthly charge for affected service

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SECTION 2 • RULES AND REGULATIONS, (CONT'D.)**2.15 Cancellation of Service by the Company**

Without incurring liability, the Company may immediately discontinue or cancel service:

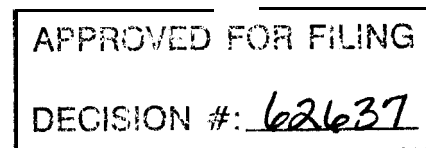
- 2.15.1 For nonpayment of any sum due to the Company for more than 30 days after the Company issues the bill for the amount due;
- 2.15.2 For violation of any of the provisions governing the furnishing of service under this tariff;
- 2.15.3 For any violation of any law, rule, regulation or policy of any government authority having jurisdiction over service; or
- 2.15.4 By reason of any order of decision of a court or other government authority having jurisdiction which prohibits the Company from furnishing service.
- 2.15.5 When the Available Account Balance of a non-renewable account is depleted to a level insufficient to place a one-minute call to the location of least cost.
- 2.15.6 When the established expiration date of the Debit Account is reached.

2.16 Cancellation by Customer

Customers may cancel service at any time, either verbally or in writing. Customers are responsible for all charges up through the actual disconnect date. Charges may be avoided by dialing another Company's access code. For prepaid services, the Customer may cancel service by fully depleting the available balance of the Customer account and/or by not renewing a renewable account.

2.17 Service Termination

When necessary, the Company will provide five (5) working days advance notice of service termination.



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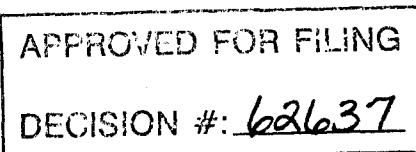
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SECTION 2 - RULES AND REGULATIONS, (CONT'D.)**2.18 Billing Entity Conditions**

When billing functions on behalf of TON are performed by local exchange telephone companies, credit card companies or others, the payment conditions and regulations of such companies apply, including any applicable interest and/or late payment charge conditions.

2.19 Other Rules

The Company may temporarily suspend service without notice to the Customer, by blocking traffic to certain cities or NXX exchanges, or by blocking calls using certain Personal Account Codes when the Company deems it necessary to take such action to prevent unlawful use of its service. The Company will restore service as soon as service can be provided without undue risk.



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SECTION 3 - DESCRIPTION OF SERVICE AND RATES**3.1 General**

TON offers prepaid card services for communications originating and terminating within the Commonwealth of Arizona under terms of this tariff. Operator services are not furnished by TON.

Customers are billed based on their use of TON's network and services. Charges may vary by service offering, mileage band, class of call, time of day, day of week, and/or call duration.

3.1.1 Exclusions. The following call types may not be completed with TON's Debit Card service:

- Calls to 700 numbers
- Calls to 800 numbers
- Calls to 900 numbers
- Busy Line Verify and Busy Line Interrupt
- Calls requiring the quotation of time and charges
- All Operator Services Calls
- Conference Calls
- Directory Assistance Calls

Except as may be specifically referenced therein, calls made utilizing TON's Debit Card services are not included in any specialized service offerings nor promotions.

3.2 Timing of Calls

The Customer's long distance usage charge is based on the actual duration of the telephone call. Usage begins when the called party picks up the receiver. When the called party picks up is determined by hardware answer supervision in which the local telephone company sends a signal to the switch or the software utilizing audio tone detection. A call is terminated when the calling party hangs up.

3.3 Uncompleted Call Crediting

If the Customer's Debit Account is debited for an incomplete call, TON will reimburse the Customer for the full amount.

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ORIGINAL

SECTION 3 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)

3.4 Reserved For Future Use

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SECTION 3 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)**3.5 Public Telephone Surcharge**

In order to recover the Company's expenses to comply with the FCC's pay telephone compensation plan effective on October 7, 1997 (FCC 97-37 1), an undiscountable per call charge is applicable to all interstate, intrastate and international calls that originate from any domestic pay telephone used to access the Company's services. This surcharge, which is in addition to standard tariffed usage charges and any applicable service charges and surcharges associated with the Company's service, applies for the use of the instrument used to access the Company service and is unrelated to the Company service accessed from the pay telephone.

Pay telephones include coin-operated and coinless phones owned by local telephone companies, independent companies and other interexchange carriers. The Public Pay Telephone Surcharge applies to the initial completed call and any reoriginated call (i.e., using the "#" symbol).

Whenever possible, the Public Pay Telephone Surcharge will appear on the same invoice containing the usage charges for the surcharged call. In cases where proper pay telephone coding digits are not transmitted to the Company prior to completion of a call, the Public Pay Telephone Surcharge may be billed on a subsequent invoice after the Company has obtained information from a carrier that the originating station is an eligible pay telephone.

The Public Pay Telephone Surcharge does not apply to calls placed from pay telephones at which the Customer pays for service by inserting coins during the progress of the call.

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ORIGINAL**SECTION 3 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)****3.6 Prepaid Card Service - Schedule A**

Prepaid Card Service - Schedule A permits Customers to purchase a prepaid card from which call charges are deducted on a real-time basis. Customers access the service by dialing a Company-specified access code. All calls must be charged against a prepaid card that has a sufficient available balance. Customers will be provided with a "Usage Remaining" message each time they utilize the card. They will also receive a reminder message when the card has a usage balance of 5 units and 1 unit of value remaining on the card. Calls in progress will be terminated if the balance on the prepaid card is insufficient to cover the charges associated with the call. (T)

Schedule A Cards are not rechargeable. The Available Usage Balance expires 180 days from the date of activation of the Card. Schedule A cards are sold in \$10, \$20, \$40, \$60, and \$100 increments. Payment for Retail Prepaid Cards and Available Usage in a Customer's Prepaid Account is non-refundable. (T)

For debiting purposes, call timing is rounded up to the nearest one (1) minute increment after the initial minimum period of one (1) minute. Usage charges are computed and rounded up to the nearest penny on a per call basis. [1]

3.6.1 Prepaid Card Service - Schedule A Rates

Calls are measured and consumed on a per unit basis. A unit equals one minute for the purpose of debiting the card.

	<u>Maximum</u>	(T)
Price Per Unit:	\$0.465	
Access Fee, per call:	3 Units	(I)
Payphone Compensation Chg., per call:	4 Units	(I)
		(T)

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SECTION 3 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)

3.7 [Reserved for Future Use]

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ORIGINAL**SECTION 3 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)****3.7 Prepaid Card Service - Schedule B**

Prepaid Card Service - Schedule B permits Customers to purchase a prepaid card from which call charges are deducted on a real-time basis. Customers access the service by dialing a Company-specified access code. All calls must be charged against a prepaid card that has a sufficient available balance. Customers will be provided with a "Usage Remaining" message each time they utilize the card. They will also receive a reminder message when the card has a usage balance of 5 units and 1 unit of value remaining on the card. Calls in progress will be terminated if the balance on the prepaid card is insufficient to cover the charges associated with the call. (T)

Schedule B Cards are not rechargeable. The Available Usage Balance expires 180 days from the date the card is first used. Schedule B cards are sold in \$5, \$10, and \$20 increments. Payment for Retail Prepaid Cards and Available Usage in a Customer's Prepaid Account is non-refundable.

For debiting purposes, call timing is rounded up to the nearest one (1) minute increment after the initial minimum period of one (1) minute. Usage charges are computed and rounded up to the nearest penny on a per call basis. [3]

3.7.1 Prepaid Card Service - Schedule B Rates

Calls are measured and consumed on a per unit basis. A unit equals one minute for the purpose of debiting the card.

<u>Purchase Price</u>	<u>Amount of Units</u>	<u>Maximum Price Per Unit</u>
\$ 5.00	16	\$0.465
\$ 10.00	37	\$0.405
\$ 20.00	80	\$0.375

	<u>Maximum</u>		(T)
Access Fee, per call:	3 Units	(I)	
Payphone Compensation Chg., per call:	4 Units	(I)	(T)

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SECTION 3 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)

3.8 Prepaid Card Service - Schedule C

Prepaid Card Service - Schedule C permits Customers to purchase a prepaid card from which call charges are deducted on a real-time basis. Customers access the service by dialing a Company-specified access code. All calls must be charged against a prepaid card that has a sufficient available balance. Customers will be provided with a "Usage Remaining" message each time they utilize the card. They will also receive a reminder message when the card has a usage balance of 5 units and 1 unit of value remaining on the card. Calls in progress will be terminated if the balance on the prepaid card is insufficient to cover the charges associated with the call. (T)

Schedule C Cards are rechargeable either by phone or in person. The minimum amount that may be recharged by phone is \$25. The maximum daily recharge amount is \$100. The Available Usage Balance expires 180 days from the date of last use of the new card or replenished card, whichever is applicable. Payment for Retail Prepaid Cards and Available Usage in a Customer's Prepaid Account is non-refundable. (T) (T)

For debiting purposes, call timing is rounded up to the nearest one (1) minute increment after the initial minimum period of one (1) minute. Usage charges are computed and rounded up to the nearest penny on a per call basis. [9]

3.8.1 Prepaid Card Service - Schedule C Rates

Calls are measured and consumed on a per unit basis. A unit equals one minute for the purpose of debiting the card.

	<u>Maximum</u>		(T)
Price per Unit:	\$0.570		
Access Fee, per call:	9 Units	(I)	 (T)
Payphone Compensation Chg., per call:	4 5 Units	(I)	
	5		

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SECTION 3 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)

3.9 **Prepaid Card Service - Schedule D**

Prepaid Card Service - Schedule D permits Customers to purchase a prepaid card from which call charges are deducted on a real-time basis. Customers access the service by dialing a Company-specified access code. All calls must be charged against a prepaid card that has a sufficient available balance. Customers will be provided with a "Usage Remaining" message each time they utilize the card. They will also receive a reminder message when the card has a usage balance of 5 units and 1 unit of value remaining on the card. Calls in progress will be terminated if the balance on the prepaid card is insufficient to cover the charges associated with the call. (T)

Schedule D cards are rechargeable by phone or in person. The minimum amount that may be recharged by phone is \$25. The maximum daily recharge amount is \$100. The Available Usage Balance expires one (1) year from the date of last use of the new card or replenished card, whichever is applicable. Schedule D cards are sold in \$5, \$10, \$20, \$40, \$60, and \$100 increments. Schedule D Cards are rechargeable in any increment within the constraints for recharging by phone as noted above. Payment for Retail Prepaid Cards and Available Usage in a Customer's Prepaid Account is non-refundable. (T)

For debiting purposes, call timing is rounded up to the nearest one (1) minute increment after the initial minimum period of one (1) minute. Usage charges are computed and rounded up to the nearest penny on a per call basis. [4,5,6]

3.9.1 **Prepaid Card Service - Schedule D Rates**

Calls are measured and consumed on a per unit basis. A unit equals one minute for the purpose of debiting the card.

	<u>Maximum</u>	(T)
Price per Unit:	\$0.5700	
Access Fee, per call:	3 Units	(I)
Payphone Compensation Chg., per call:	4 Units	(I)
		(T)

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SECTION 3 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)

3.10 [Reserved for Future Use]

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SECTION 3 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)**3.11 Prepaid Card Service - Schedule F**

Prepaid Card Service - Schedule F permits Customers to purchase a prepaid card from which call charges are deducted on a real-time basis. Customers access the service by dialing a Company-specified access code. All calls must be charged against a prepaid card that has a sufficient available balance. Customers will be provided with a "Usage Remaining" message each time they utilize the card. They will also receive a reminder message when the card has a usage balance of 5 units and 1 unit of value remaining on the card. Calls in progress will be terminated if the balance on the prepaid card is insufficient to cover the charges associated with the call. (T)

The Available Usage Balance expires one (1) year from the date of last use of the new card or replenished card, whichever is applicable. Schedule F cards are sold in various increments. The price per unit varies with the increment purchased as shown below. Schedule F Cards are rechargeable by phone or in person. The minimum amount that may be recharged by phone is \$25. (T)
The maximum daily recharge amount is \$100. Payment for Retail Prepaid Cards and Available Usage in a Customer's Prepaid Account is non-refundable. (T)

For debiting purposes, call timing is rounded up to the nearest one (1) minute increment after the initial minimum period of one (1) minute. Usage charges are computed and rounded up to the nearest penny on a per call basis. [10]

3.11.1 Prepaid Card Service - Schedule F Rates

Calls are measured and consumed on a per unit basis. A unit equals one minute for the purpose of debiting the card.

	<u>Maximum</u>	
Price Per Unit:	\$0.5700	
Access Fee, per call:	3 Units	(I)
Payphone Compensation Chg., per call:	4 Units	(I)

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SECTION 3 . DESCRIPTION OF SERVICE AND RATES, (CONT'D.)

3.12 [Reserved for Future Use]

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SECTION 3 ■ DESCRIPTION OF SERVICE AND RATES, (CONT'D.)

3.13 [Reserved for Future Use]

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SECTION 3 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)

3.14 [Reserved for Future Use]

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SECTION 3 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)

3.15 [Reserved for Future Use]

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SECTION 3 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)

3.16 [Reserved for Future Use] (T)
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SECTION 3 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)

3.17 [Reserved for Future Use]

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SECTION 3 ■ DESCRIPTION OF SERVICE AND RATES, (CONT'D.)

3.18 [Reserved for Future Use]

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SECTION 3 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)**3.19 Prepaid Card Service - Schedule N**

(N)

Prepaid Card Service - Schedule N permits Customers to purchase a prepaid card from which call charges are deducted on a real-time basis. Customers access the service by dialing a Company-specified access code. All calls must be charged against a prepaid card that has a sufficient available balance. Customers will be provided with a "Usage Remaining" message each time they utilize the card. They will also receive a reminder message when the card has a usage balance of 5 units and 1 unit of value remaining on the card. Calls in progress will be terminated if the balance on the prepaid card is insufficient to cover the charges associated with the call.

Schedule N Cards are not rechargeable. The Available Usage Balance expires 180 days from the date of activation of the Card. Schedule A cards are sold in \$10, \$20, \$40, \$60, and \$100 increments. Payment for Retail Prepaid Cards and Available Usage in a Customer's Prepaid Account is non-refundable.

For debiting purposes, call timing is rounded up to the nearest one (1) minute increment after the initial minimum period of one (1) minute. Usage charges are computed and rounded up to the nearest penny on a per call basis. [1]

3.19.1 Prepaid Card Service - Schedule N Rates

Calls are measured and consumed on a per unit basis. A unit equals one minute for the purpose of debiting the card.

	<u>Maximum</u>
Price Per Unit:	\$0.455
Access Fee, per call:	4 Units
Payphone Compensation Chg., per call:	7 Units

(N)

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SECTION 3 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)**3.20 Prepaid Card Service - Schedule 0**

(N)

Prepaid Card Service - Schedule 0 permits Customers to purchase a prepaid card from which call charges are deducted on a real-time basis. Customers access the service by dialing a Company-specified access code. All calls must be charged against a prepaid card that has a sufficient available balance. Customers will be provided with a "Usage Remaining" message each time they utilize the card. They will also receive a reminder message when the card has a usage balance of 5 units and 1 unit of value remaining on the card. Calls in progress will be terminated if the balance on the prepaid card is insufficient to cover the charges associated with the call.

Schedule 0 Cards are rechargeable either by phone or in person. The minimum amount that may be recharged by phone is \$5. The maximum daily recharge amount by phone order is \$50. The Available Usage Balance expires 180 days from the date of last use of the new card or replenished card, whichever is applicable. Payment for Retail Prepaid Cards and Available Usage in a Customer's Prepaid Account is non-refundable.

For debiting purposes, call timing is rounded up to the nearest one (1) minute increment after the initial minimum period of one (1) minute. Usage charges are computed and rounded up to the nearest penny on a per call basis. [9]

3.20.1 Prepaid Card Service - Schedule 0 Rates

Calls are measured and consumed on a per unit basis. A unit equals one minute for the purpose of debiting the card.

	<u>Maximum</u>
Price Per Unit:	\$0.30
Access Fee, per call:	8 Units
Payphone Compensation Chg., per call:	7 Units

(N)

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SECTION 3 • DESCRIPTION OF SERVICE AND RATES, (CONT'D.)**3.21 Prepaid Card Service - Schedule P**

(N)

Prepaid Card Service - Schedule P permits Customers to purchase a prepaid card from which call charges are deducted on a real-time basis. Customers access the service by dialing a Company-specified access code. All calls must be charged against a prepaid card that has a sufficient available balance. Customers will be provided with a "Usage Remaining" message each time they utilize the card. They will also receive a reminder message when the card has a usage balance of 5 units and 1 unit of value remaining on the card. Calls in progress will be terminated if the balance on the prepaid card is insufficient to cover the charges associated with the call.

Schedule P cards are rechargeable by phone or in person. The minimum amount that may be recharged by phone is \$25. The maximum daily recharge amount is \$100. The Available Usage Balance expires one (1) year from the date of last use of the new card or replenished card, whichever is applicable. Schedule P Cards are rechargeable in any increment within the constraints for recharging by phone as noted above. Payment for Retail Prepaid Cards and Available Usage in a Customer's Prepaid Account is non-refundable.

For debiting purposes, call timing is rounded up to the nearest one (1) minute increment after the initial minimum period of one (1) minute. Usage charges are computed and rounded up to the nearest penny on a per call basis. [4,5,6]

3.21.1 Prepaid Card Service - Schedule P Rates

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Calls are measured and consumed on a per unit basis. A unit equals one minute for the purpose of debiting the card. The payphone compensation charge is waived for calls made from TON payphones.

	<u>Maximum</u>
Price Per Unit:	\$0.455
Access Fee, per call:	4 Units
Payphone Compensation Chg., per call:	7 Units

(N)

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SECTION 3 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)**3.22 Bank Card Service - Schedule Q**

(N)

Bank Card Service - Schedule Q permits Customers to use their own bank-provided prepaid card from which telephone call charges are deducted from their account on a daily basis. Customers access Schedule Q service by dialing a Company-specified access code.

Schedule Q Cards are refreshable. A maximum of 100 units may be used for each call. At the end of a call, if the remaining balance is below 50 units, the card will be automatically refreshed up to 100 units provided there are sufficient funds in the account. Calls in progress will be terminated if the bank account balance is insufficient to cover the charges associated with the call.

The card may be used at any time there are sufficient funds in the Customer's bank account or until the expiration date on the bank-provided prepaid card or until the bank account is closed.

For debiting purposes, call timing is rounded up to the nearest one (1) minute increment after the initial minimum period of one (1) minute. Usage charges are computed and rounded up to the nearest penny on a per call basis. [11,12,14]

3.22.1 Bank Card Service - Schedule Q Rates

Calls are measured and consumed on a per unit basis. A unit equals one minute for the purpose of debiting the account. A maximum of 100 units may be used for each call. The payphone compensation charge is waived for calls made from TON payphones.

	<u>Maximum</u>
Price Per Unit:	\$0.455
Access Fee, per call:	4 Units
Payphone Compensation Chg., per call:	7 Units

(N)

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SECTION 3 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)**3.23 Prepaid Card Service - Schedule R**

(N)

Prepaid Card Service - Schedule R permits Customers to purchase a prepaid card from which call charges are deducted on a real-time basis. Customers access the service by dialing a Company-specified access code. All calls must be charged against a prepaid card that has a sufficient available balance. Customers will be provided with a "Usage Remaining" message each time they utilize the card. They will also receive a reminder message when the card has a usage balance of 5 units and 1 unit of value remaining on the card. Calls in progress will be terminated if the balance on the prepaid card is insufficient to cover the charges associated with the call.

The Available Usage Balance expires one (1) year from the date of last use of the new card or replenished card, whichever is applicable. Schedule R Cards are rechargeable by phone or in person. The minimum amount that may be recharged by phone is \$25. The maximum daily recharge amount is \$100. Payment for Retail Prepaid Cards and Available Usage in a Customer's Prepaid Account is non-refundable.

For debiting purposes, call timing is rounded up to the nearest one (1) minute increment after the initial minimum period of one (1) minute. Usage charges are computed and rounded up to the nearest penny on a per call basis. [10]

3.23.1 Prepaid Card Service - Schedule R Rates

Calls are measured and consumed on a per unit basis. A unit equals one minute for the purpose of debiting the card. The payphone compensation charge is waived for calls made from TON payphones.

	<u>Maximum</u>
Price Per Unit:	\$0.455
Access Fee, per call:	4 Units
Payphone Compensation Chg., per call:	7 Units

(N)

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SECTION 3 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)**3.24 Prepaid Card Service - Schedule S**

(N)

Prepaid Card Service - Schedule S permits Customers to purchase a prepaid card from which call charges are deducted on a real-time basis. Customers access the service by dialing a Company-specified access code. All calls must be charged against a prepaid card that has a sufficient available balance. Customers will be provided with a "Usage Remaining" message each time they utilize the card. They will also receive a reminder message when the card has a usage balance of 5 units and 1 unit of value remaining on the card. Calls in progress will be terminated if the balance on the prepaid card is insufficient to cover the charges associated with the call.

The Available Usage Balance expires one (1) year from the date of last use of the new card or replenished card, whichever is applicable. Schedule S Cards are rechargeable by phone or in person. The minimum amount that may be recharged by phone is \$25. The maximum daily recharge amount is \$100. Payment for Retail Prepaid Cards and Available Usage in a Customer's Prepaid Account is non-refundable.

For debiting purposes, call timing is rounded up to the nearest one (1) minute increment after the initial minimum period of one (1) minute. Usage charges are computed and rounded up to the nearest penny on a per call basis. [7]

3.24.1 Prepaid Card Service - Schedule S Rates

Calls are measured and consumed on a per unit basis. A unit equals one minute for the purpose of debiting the card. The payphone compensation charge is waived for calls made from TON payphones.

	<u>Maximum</u>
Price Per Unit:	\$0.455
Access Fee, per call:	4 Units
Payphone Compensation Chg., per call:	7 Units

(N)

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SECTION 3 • DESCRIPTION OF SERVICE AND RATES, (CONT'D.)**3.25 Bank Card Service - Schedule T**

(N)

Bank Card Service - Schedule T permits Customers to use their own bank-provided prepaid card from which telephone call charges are deducted from their account on a daily basis. Customers access Schedule T service by dialing a Company-specified access code.

Schedule T Cards are refreshable. A maximum of 100 units may be used for each call. At the end of a call, if the remaining balance is below 99 units, the card will be automatically refreshed up to 100 units provided there are sufficient funds in the account. Calls in progress will be terminated if the bank account balance is insufficient to cover the charges associated with the call.

The card may be used at any time there are sufficient funds in the Customer's bank account or until the expiration date on the bank-provided prepaid card or until the account is closed.

For debiting purposes, call timing is rounded up to the nearest one (1) minute increment after the initial minimum period of one (1) minute. Usage charges are computed and rounded up to the nearest penny on a per call basis. [13]

3.25.1 Bank Card Service - Schedule T Rates

Calls are measured and consumed on a per unit basis. A unit equals one minute for the purpose of debiting the account. A maximum of 100 units may be used for each call. The payphone compensation charge is waived for calls made from TON payphones.

	<u>Maximum</u>
Price Per Unit:	\$0.455
Access Fee, per call:	4 Units
Payphone Compensation Chg., per call:	7 Units

(N)

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SECTION 3 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)**3.26 Prepaid Card Service - Schedule U**

(N)

Prepaid Card Service - Schedule U permits Customers to purchase a prepaid card from which call charges are deducted on a real-time basis. Customers access the service by dialing a Company-specified access code. All calls must be charged against a prepaid card that has a sufficient available balance. Customers will be provided with a "Usage Remaining" message each time they utilize the card. They will also receive a reminder message when the card has a usage balance of 5 units and 1 unit of value remaining on the card. Calls in progress will be terminated if the balance on the prepaid card is insufficient to cover the charges associated with the call.

Schedule U Cards are rechargeable either by phone or in person. The minimum amount that may be recharged by phone is \$5. The maximum daily recharge amount is \$50. The Available Usage Balance expires 180 days from the date of first use of the new card or replenished card, whichever is applicable. Payment for Retail Prepaid Cards and Available Usage in a Customer's Prepaid Account is non-refundable.

For debiting purposes, call timing is rounded up to the nearest one (1) minute increment after the initial minimum period of one (1) minute. Usage charges are computed and rounded up to the nearest penny on a per call basis. [15]

3.26.1 Prepaid Card Service - Schedule U Rates

Calls are measured and consumed on a per unit basis. A unit equals one minute for the purpose of debiting the card.

	<u>Maximum</u>
Price Per Unit:	\$0.30
Access Fee, per call:	\$1.00
Payphone Compensation Chg., per call:	\$1.00

(N)

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SECTION 3 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)

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SECTION 3 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)

3.27 [Reserved for Future Use]

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SECTION 3 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)**3.28 Prepaid Card Service - Kardlink Management II**

(N)

Prepaid Card Service - Kardlink Management II is offered for those Customers who wish to purchase prepaid cards in bulk. This offering is designed primarily for business Customers who provide pre-paid cards for use by their employees. Kardlink Management includes a web-based service that allows the Customer to control the amount of money spent each month for phone usage.

Kardlink Management II Cards are rechargeable via the Company's website. The Available Usage Balance expires one (1) year from the date of last use of the new card or replenished card, whichever is applicable. Payment for Prepaid Cards and Available Usage in a Customer's Prepaid Account is non-refundable. Payment may be made via automatic bank draft, check or money order. Calling time will then be added to the applicable Kardlink cards in the Customer's account.

The Customer may allot a predetermined amount of time each month to be used for long distance calling for each card. Card renewal may be accomplished either by adding time manually or by setting defaults to add calling time automatically via the Company's Internet web page. Default settings may be changed for all cards on the account or for individual cards.

As part of the service, call detail is made available through the Company's Internet web page. The Customer may view and print statements and receipts on all financial transactions via the web. The Customer may obtain call detail for each individual card or receive a summary of all the cards in the Customer's account.

Call charges are deducted from each card on a real-time basis. Customers access the service by dialing a Company-specified access code. All calls must be charged against a prepaid card that has a sufficient available balance. Customers will be provided with a "Usage Remaining" message each time they utilize the card. They will also receive a reminder message when the card has a usage balance of 5 units and 1 unit of value remaining on the card. Calls in progress will be terminated if the balance on the prepaid card is insufficient to cover the charges associated with the call.

For debiting purposes, call timing is rounded up to the nearest one (1) minute increment after the initial minimum period of one (1) minute. Usage charges are computed and rounded up to the nearest penny on a per call basis. [8]

(N)

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SECTION 3 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)

3.28 **Prepaid Card Service - Kardlink Management II, (Cont'd.)** (N)

3.28.1 **Prepaid Card Service - Kardlink Management II Rates**

Calls are measured and consumed on a per unit basis. A unit equals one minute for the purpose of debiting the card. The payphone compensation charge is waived for calls made from TON payphones.

	<u>Maximum</u>	
Price Per Unit:	\$0.30	
Access Fee, per call:	4 Units	I
Payphone Compensation Chg., per call:	7 Units	(N)

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SECTION 3 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)**3.29 Debit Card Sponsor Program**

(T)

The Debit Card Sponsor Program, where available, is offered to organizations or commercial entities for distribution to their members, patrons or customers. The marketing vehicle and expiration period is selected by the Sponsor upon joint agreement between the Company and the Sponsor. The Sponsor is responsible for obtaining all necessary permissions for the use of any trade mark, trade name, service mark or other image on the card. The Sponsor may distribute the Company's Prepaid card accounts at reduced rates or free of charge to end users. At the option of the Sponsor, these cards may not be replenishable. The Company reserves the right to approve or reject any image and to specify the customer information language and use of the Company's trade mark, trade name, service mark or other image on the card.

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SECTION 4 - CURRENT PRICE LIST

4.1 [Reserved For Future Use] (M)

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4.2 [Reserved For Future Use] (D)

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SECTION 4 - CURRENT PRICE LIST

4.3 [Reserved For Future Use]

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4.4 [Reserved For Future Use]

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SECTION 4 - CURRENT PRICE LIST

4.5 [Reserved For Future Use]

4.6 [Reserved For Future Use]

(T/D)

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SECTION 4 - CURRENT PRICE LIST

4.7 [Reserved For Future Use]

4.8 [Reserved For Future Use]

(T/D)

4.9 [Reserved For Future Use]

(T/D)

4.10 [Reserved For Future Use]

(T/D)

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SECTION 4 • CURRENT PRICE LIST

4.11 [Reserved For Future Use] (T/D)

4.12 [Reserved For Future Use] (T/D)

4.13 [Reserved For Future Use] (T/D)

4.14 [Reserved For Future Use] (T/D)

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SECTION 4 - CURRENT PRICE LIST**4.15 [Reserved For Future Use]**

(T/D)

4.16 Prepaid Card Service - Schedule N Rates

(N)

Calls are measured and consumed on a per unit basis. A unit equals one minute for the purpose of debiting the card.

Price per Unit:	\$0.109
Access Fee, per call:	1 Unit
Payphone Compensation Chg., per call:	5 Units

4.17 Prepaid Card Service - Schedule 0 Rates

Calls are measured and consumed on a per unit basis. A unit equals one minute for the purpose of debiting the card.

Price per Unit:	\$0.099
Access Fee, per call:	7 Unit
Payphone Compensation Chg., per call:	3 Units

4.18 Prepaid Card Service - Schedule P RatesI
I

Calls are measured and consumed on a per unit basis. A unit equals one minute for the purpose of debiting the card. The payphone compensation charge is waived for calls made from TON payphones.

Price per Unit:	\$0.109
Access Fee, per call:	1 Unit
Payphone Compensation Chg., per call:	5 Units

(N)

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SECTION 4 - CURRENT PRICE LIST**4.19 Bank Card Service - Schedule Q Rates**

(N)

Calls are measured and consumed on a per unit basis. A unit equals one minute for the purpose of debiting the account. A maximum of 100 units may be used for each call. The payphone compensation charge is waived for calls made from TON payphones.

Price per Unit:	\$0.109
Access Fee, per call:	None
Payphone Compensation Chg., per call:	5 Units

4.20 Prepaid Card Service - Schedule R Rates

Calls are measured and consumed on a per unit basis. A unit equals one minute for the purpose of debiting the card. The payphone compensation charge is waived for calls made from TON payphones.

Price per Unit:	\$0.109
Access Fee, per call:	None
Payphone Compensation Chg., per call:	5 Units

4.21 Prepaid Card Service - Schedule S Rates

Calls are measured and consumed on a per unit basis. A unit equals one minute for the purpose of debiting the card. The payphone compensation charge is waived for calls made from TON payphones.

Price per Unit:	\$0.109
Access Fee, per call:	None
Payphone Compensation Chg., per call:	5 Units

(N)

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SECTION 4 • CURRENT PRICE LIST**4.22 Bank Card Service - Schedule T Rates**

(N)

Calls are measured and consumed on a per unit basis. A unit equals one minute for the purpose of debiting the account. A maximum of 100 units may be used for each call. The payphone compensation charge is waived for calls made from TON payphones.

Price per Unit:	\$0.109
Access Fee, per call:	None
Payphone Compensation Chg., per call:	5 Units

4.23 Prepaid Card Service - Schedule U Rates

Calls are measured and consumed on a per unit basis. A unit equals one minute for the purpose of debiting the card.

Price per Unit:	\$0.099
Access Fee, per call:	\$0.30
Payphone Compensation Chg., per call:	\$0.50

4.24 Prepaid Card Service - Kardlink Management II

Calls are measured and consumed on a per unit basis. A unit equals one minute for the purpose of debiting the card. The payphone compensation charge is waived for calls made from TON payphones.

Price Per Unit:	\$0.099
Access Fee, per call:	None
Payphone Compensation Chg., per call:	5 Units

(N)

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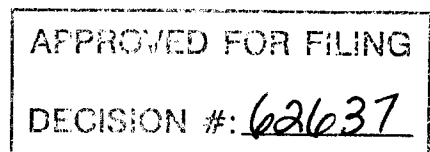
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SECTION 5 - PROMOTIONS**5.1 Promotional Offerings - General**

From time to time the Company shall, at its option, promote subscription or stimulate network usage by offering to waive some or all of the nonrecurring or recurring charges for the Customer (if eligible) of target services for a limited duration, not to exceed 90 days, or by offering premiums or refunds of equivalent value. Such promotions shall be made available to all similarly situated Customers in the target market area. The Company shall notify the Commission, in writing, 30 days prior to the start of a promotion.

5.2 Demonstration of Calls

From time to time the Company shall demonstrate service by providing free test calls of up to four minutes duration over its network



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